

CHANGE NUMBER 1

TO

FORM A

**STATEMENT REGARDING THE ACQUISITION OF CONTROL
OF A DOMESTIC HEALTH CARRIER AND A DOMESTIC INSURER**

**Premera Blue Cross, LifeWise Assurance Company, LifeWise Health Plan of Washington,
LifeWise Health Plan of Oregon, Inc., Premera Blue Cross Blue Shield of Alaska Corp.,
and LifeWise Health Plan of Arizona, Inc.
direct or indirect affiliates of
PREMERA**

BY

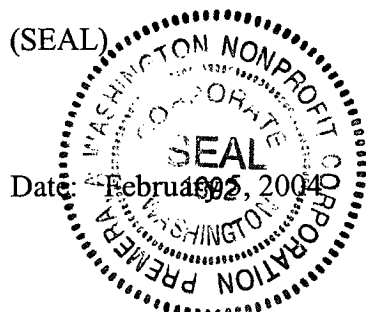
[New PREMERA Corp.]

Filed with the Insurance Commissioner of the State of WASHINGTON, the ALASKA Division
of Insurance, and the OREGON Insurance Division


Dated: February 5, 2004

This Change Number 1 contains amendments to the Form A Statement originally filed on
September 17, 2002. Such amendments are highlighted by the blacklining or other similar
designations that are contained on the documents included in this Change Number 1.

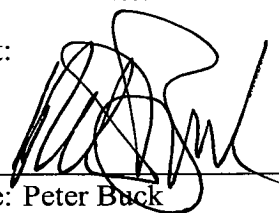
Under AS 21.22.010, [New PREMERA Corp.] submitted this Change Number 1 to the Statement, to be duly signed on its behalf in Seattle, Washington on the 5th day of February, 2004.



PREMERA, on behalf of the Applicant, [New PREMERA Corp.]

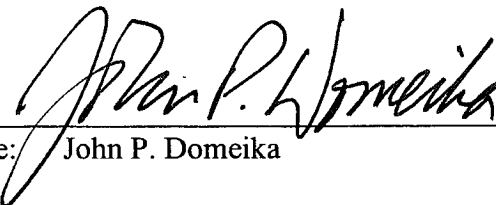
By: 
Name: John P. Domeika
Title: Senior Vice President & General Counsel

Attest:


Name: Peter Buck
Title: Assistant General Counsel

CERTIFICATION

The undersigned deposes and says that he duly submitted this Change Number 1 to the Statement, for and on behalf of PREMERA, for and on behalf of [New PREMERA Corp.]; that he duly executed this Change Number 1 on February 5, 2004; that he is the Senior Vice President & General Counsel of PREMERA; and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

By: 
Name: John P. Domeika

ITEM 9. SIGNATURE AND CERTIFICATION

Pursuant to the requirements of (i) Section 4, Chapter 462, Laws of 1993 of the State of Washington, and (ii) Section 3, Chapter 179, Laws of 2001 of the State of Washington, [New PREMERA Corp.] submitted the exhibits listed above, which are incorporated by reference into this Change Number 1 to the Statement, to be duly signed on its behalf in Seattle, Washington on the 5th day of February, 2004.

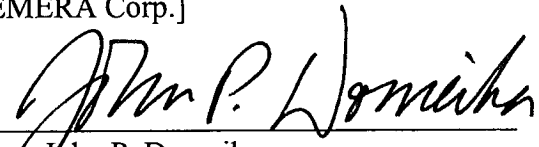
(SEAL)

Date: February 5, 2004

Attest:

Name: Peter Buck
Title: Assistant General Counsel

PREMERA, on behalf of the Applicant, [New PREMERA Corp.]

By: 
Name: John P. Domeika
Title: Senior Vice President & General Counsel

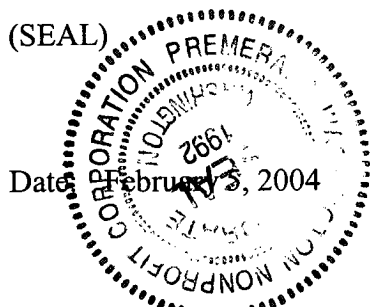
CERTIFICATION

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By: 
Name: John P. Domeika

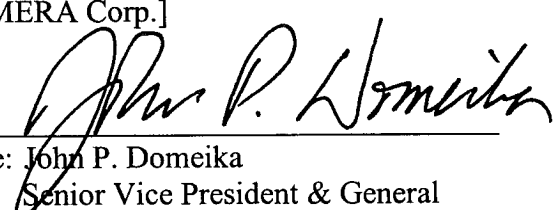
Pursuant to the requirements of ORS 732.517 to 732.592, [New PREMERA Corp.] submitted this Change Number 1 to the Statement to be duly signed on its behalf in Seattle, Washington on the 5th day of February, 2004

(SEAL)



Date: February 5, 2004

PREMERA, on behalf of the Applicant, [New PREMERA Corp.]

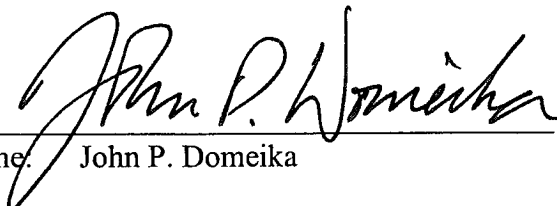
By: 
Name: John P. Domeika
Title: Senior Vice President & General Counsel

Attest:


Name: Peter Buck
Title: Assistant General Counsel

CERTIFICATION

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By: 
Name: John P. Domeika